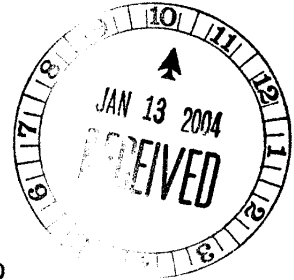




CORPORATION SERVICE COMPANY



January 12, 2004

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RECORDATION NO. 24774 FILED

JAN 14 '04 12-22 PM

SURFACE TRANSPORTATION BOARD

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of November 7, 2003 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **DISTRIBUCION y SERVICIOS LOGISTICOS, S.A. de C.V.**
Predio Tierra Larga, Carretera Tepojaco-Temascalapa S/N,
Salida Km 51, Carretera Mexico-Pachuca, Tizayuca,
Hidalgo, Mexico 04380

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **DISTRIBUCION y SERVICIOS LOGISTICOS, S.A. de C.V.** covering 2 hopper cars with reporting marks and numbers — CEFX 51735 – CEFX 51745 NOT INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800 634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Corporation Service Company – 801 Adlai Stevenson Drive; Springfield, IL 62703-4261

Sherry Lewey
Research/Development Coordinator

Enclosure

MEMORANDUM OF USE AGREEMENT

THIS MEMORANDUM OF USE AGREEMENT dated as of this 7TH, day of Nov., 2003, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Distribución y Servicios Logísticos, S.A. de C.V., a Mexican corporation, with an address at Predio Tierra Larga, Carretera Tepojaco-Temascalapa S/N, Salida Km 51, Carretera México-Pachuca, Tizayuca, Hidalgo, Mexico, 04380 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Use Agreement (the "Lease") dated as of Nov. 7, 2003 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,
Lessor

Signature: _____

Name: _____

Title: _____

Date: _____

Joseph J. Mankowski
Joseph J. Mankowski
Senior Vice President
71 Nov 03

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

DISTRIBUCIÓN Y SERVICIOS LOGÍSTICOS, S.A. de C.V.,
Lessee

Signature: _____

Name: _____

Title: _____

Date: _____

Ramiro Pérez Abuin
Ramiro Pérez Abuin
Gerente General
71 Nov 03

RECORDATION NO. 24776 FILED

JAN 14 '04 12:22 PM

SURFACE TRANSPORTATION BOARD

SCHEDULE A

Quantity Two (2)

Equipment Description

5,851 cubic foot plastic pellet hopper cars, bearing the car marks and numbers CEFX 51735 and CEFX 51745. Cars were newly built in or around 1988 with a gross rail load capacity of 286,000 lbs. They offer four (4) compartments and unloading discharges.